

## **Audit Committee Charter**

### **Audit Committee**

#### **A. Purpose**

The Audit Committee (the “Audit Committee”) of the Board of Directors (the “Board”) of The York Water Company (the “Company”) is appointed by, and acts on behalf of, the Board. The Audit Committee’s purpose shall be:

To assist the Board in its oversight of (1) the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company and its subsidiaries and (2) the Company’s compliance with legal and regulatory requirements;

To interact directly with and evaluate the performance of the independent auditors, to determine whether to engage or dismiss the independent auditors and to monitor the independent auditors’ qualifications and independence; and

To prepare the report required by the rules of the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual proxy statement.

#### **B. Membership**

The Audit Committee shall be composed of at least three Board members, each of whom shall satisfy all the “independence” tests of applicable laws, rules and regulations, including Rule 10A-3 of the Securities Exchange Act of 1934 and those of The NASDAQ Stock Market, Inc. No member of the Audit Committee can have participated in the preparation of the Company’s or any of its subsidiaries’ financial statements at any time during the past three years.

All members of the Audit Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement, cash flow statement and notes to the financial statements. The Audit Committee will include at least one member who has past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer,

chief financial officer or other senior officer with financial oversight responsibilities. At least one member of the Audit Committee must be an “audit committee financial expert” as that term is defined by the SEC. A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication.

No member of the Audit Committee may serve simultaneously on the audit committee of more than two other public companies.

#### C. Appointment and Removal

The members of the Audit Committee and the Committee Chairman shall be appointed by the Board based on recommendations by the Board Chairman with advice from the President, and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Audit Committee may be removed, with or without cause, by a majority vote of the Board.

#### D. Meetings and Procedures

The Audit Committee shall meet, in person or telephonically, as often as it may deem necessary and appropriate in its judgment, but in no case less than four times a year. A majority of the members of the Audit Committee shall constitute a quorum.

The Chairperson of the Audit Committee or a majority of the members of the Audit Committee may call a special meeting of the Audit Committee.

The Audit Committee may delegate authority to one or more members of the Audit Committee when appropriate, but no such delegation shall be permitted if the authority is required by a law, regulation, or listing standard to be exercised by the Audit Committee as a whole.

The Audit Committee may request that any directors, officers, or employees of the Company, or other persons whose advice and counsel are sought by the Audit Committee, attend any meeting to provide such information as the Audit Committee requests, but no such persons shall have the right to vote. No such person may be present during any discussions and deliberations of the Audit Committee regarding the compensation of any such person.

The Audit Committee shall fix its own rules of procedure, which shall be consistent with the By-laws of the Company and this Charter.

The Audit Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

The Audit Committee shall report to the Board on the matters discussed at each meeting of the Audit Committee, including describing all actions taken by the Audit Committee at the meeting.

#### E. Duties and Responsibilities

The Audit Committee responsibilities will include, but shall not be limited to:

1. Select, retain, set compensation and retention terms for, terminate, if necessary, oversee, and evaluate the activities of the Company's independent auditors. The independent auditors shall report directly to the Audit Committee. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditors.
2. Select, retain, set compensation and retention terms for, terminate, if necessary, oversee and evaluate the activities for any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.
3. Determine, in consultation with the independent auditors, and review, in consultation with Company management, the planning and staffing of the audit, including the import of applicable rotation requirements and other independence rules on staffing.
4. Review and approve in advance the retention of the independent auditors or other registered accounting firms for the performance of all audit, non-audit and tax services that are not prohibited and the fees for such services. Pre-approval of audit, non-audit and tax services that are not prohibited may be pursuant to appropriate policies and procedures established by the Audit Committee for the

pre-approval of such services, including through delegation of authority to a member of the Audit Committee. Any service that is approved pursuant to a delegation of authority to a member of the Audit Committee must be reported to the full Audit Committee at its next scheduled meeting.

5. Review with Company management, the independent auditors and internal auditors the quality and adequacy of internal controls under COSO 2013, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in internal controls, and the Company's response to recommendations for the improvement thereof.
6. Discuss with the Company's independent auditors (1) the independent auditors' responsibilities under generally accepted auditing standards, (2) the scope and timing of the annual audit and (3) the results, including significant findings, of the annual audit.
7. Obtain and review a report by the Company's independent auditors that describes: (1) all critical accounting policies and practices to be used in the financial statements; (2) alternative treatments of financial information within generally accepted accounting principles treatment that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the auditors; and (3) all written communications between the independent auditors and management. .
8. Conduct regularly convened executive sessions of the Audit Committee and independent auditors.
9. Review and approve or disapprove any transactions between the Company and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis and to develop policies and procedures for the Audit Committee's approval of related party transactions.
10. Conduct an annual evaluation of the independent auditors' performance and independence, including considering whether the independent auditors' quality

controls are adequate and all relationships between the independent auditors and the Company or any of its subsidiaries. In making its evaluation, the Audit Committee shall obtain a written statement describing the relationships between the independent auditors and the Company. This evaluation also shall include the review and evaluation of the audit engagement team, including the lead audit partner. The Audit Committee shall discuss its evaluation with the independent auditors and any relationships or services that may impact the objectivity and independence of the auditors. The Audit Committee shall present the conclusions of its evaluation to the Board.

11. Review and assess the adequacy of the Audit Committee Charter annually and recommend any proposed changes to the Board for its approval.
12. Retain and obtain advice and assistance, in its sole discretion, from internal and external legal, accounting and other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Company shall provide appropriate funding, as determined by the Audit Committee, for the Audit Committee to retain any legal, accounting or other advisors and to provide for ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties, in each case without requiring the Audit Committee to seek approval of the Board.
13. Authorize and conduct investigations into any matters within the scope of the Audit Committee.
14. Establish procedures for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (ii) the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.
15. Review with management and the independent auditors the Company's quarterly and annual financial statements, accompanying footnotes, the form of audit opinion to be issued by the independent auditors on the financial statements, the

disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and any other significant financial disclosures to be included in the Company’s annual report on Form 10-K and quarterly report on Form 10-Q prior to their release.

16. Prior to publication, review earnings releases, as well as any financial information and earnings guidance provided to analysts.
17. Recommend to the Board whether the audited financial statements should be included in the Company’s annual report on Form 10-K and prepare the Audit Committee report required by the rules of the SEC to be included in the Company’s annual proxy statement.
18. Resolve disputes and disagreements between the independent auditors and management.
19. Review with management and the Company’s independent auditors: any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company’s selection or application of accounting principles; any significant financial reporting issues and judgments made in connection with the preparation of the Company’s financial statements, including the effects of alternative GAAP methods; and the effect of regulatory and accounting initiatives on the Company’s financial statements.
20. Conduct an annual self evaluation of the performance of its duties under this Charter as required by the Nomination and Corporate Governance Committee’s annual director survey with the results presented to the Board.